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Counsel for Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:	) Case No. 2:19-bk-14989-WB
)
	) Chapter 11
SCOOBEEZ, et al.)
	) Jointly Administered With Case Nos.:
Debtors and Debtors in Possession.	) 2:19-bk-14991-WB and 2:19-bk-14997-WB
)
	) COMMITTEE'S LIMITED RESPONSE TO
	) DEBTORS' NOTICE OF FILING OF
	) HILLAIR NOTICE OF TERMINATION OF
	) STALKING HORSE PURCHASE
	) AGREEMENT [Dkt. No. 435]
)
Affected Debtor(s):	) <u>Hearing:</u>
<input checked="" type="checkbox"/> All Debtors	) Date: November 18, 2019
<input type="checkbox"/> Scoobeez, Inc.	) Time: 10:00 a.m.
<input type="checkbox"/> Scoobeez Global, Inc.	) Location: 255 E. Temple St.
<input type="checkbox"/> Scoobur LLC	) Courtroom 1375, 13 th Floor
	) Los Angeles, CA 90012
)

1 The Official Committee of Unsecured Creditors (the “Committee”) in the jointly
2 administered bankruptcy cases of Scoobeez, Inc. and Scoobeez Global, Inc. (each a “Debtor”
3 and, collectively, the “Debtors”), debtors and debtors in possession herein, respectfully submits
4 its limited response to the *Debtors’ Notice of Filing of Hillair Notice of Termination of Stalking*
5 *Horse Purchase Agreement* (the “Notice”) [Dkt. No. 435].

6 Based upon the Notice, and the letter from Hillair Capital Management LLC attached as
7 Exhibit “A” to the Notice, the Committee respectfully requests that the Court enter an order
8 denying the *Motion for Entry of Order (I) Authorizing the Sale of Substantially All of the Assets*
9 *of Debtor Outside the Ordinary Course of Business, Free and Clear of All Liens, Claims,*
10 *Encumbrances and Interests, Subject to Higher and Better Bids; (II) Authorizing the Assumption*
11 *and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such*
12 *Sale; and (III) Granting Related Relief* (the “Sale Motion”) [Dkt. No. 329].

13
14 Dated: November 14, 2019

Official Committee of Unsecured Creditors

15 By: /s/ John-Patrick M. Fritz

16 David L. Neale
17 John-Patrick M. Fritz
18 LEVENE, NEALE, BENDER,
19 YOO & BRILL L.L.P.
20 Counsel for the Official
21 Committee of Unsecured Creditors
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **COMMITTEE'S LIMITED RESPONSE TO DEBTORS' NOTICE OF FILING OF HILLAIR NOTICE OF TERMINATION OF STALKING HORSE PURCHASE AGREEMENT [Dkt. No. 435]** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) November 14, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued
on attached page

2. SERVED BY UNITED STATES MAIL:

On November 14, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued
on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL
(*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on November 14, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Attorney Service
The Honorable Julia W. Brand
U.S. Bankruptcy Court, Suite 1382
255 E. Temple St
Los Angeles, CA 90012

☐ Service information continued
on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

November 14, 2019,
Date

Jason Klassi
Printed Name

/s/ Jason Klassi
Signature

2:19-bk-14989-WB Notice will be electronically mailed to:

Richard T Baum on behalf of Stockholder Rosenthal Family Trust
rickbaum@hotmail.com, rickbaum@ecf.inforuptcy.com

Richard W Esterkin on behalf of Creditor Amazon Logistics, Inc.
richard.esterkin@morganlewis.com

Richard W Esterkin on behalf of Defendant Amazon Logistics, Inc.
richard.esterkin@morganlewis.com

John-Patrick M Fritz on behalf of Attorney Official Committee Of Unsecured Creditors
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

John-Patrick M Fritz on behalf of Creditor Committee Official Committee of Unsecured Creditors
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

John-Patrick M Fritz on behalf of Interested Party Levene, Neale, Bender, Yoo & Brill L.L.P.
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

John-Patrick M Fritz on behalf of Plaintiff Official Committee of Unsecured Creditors of the Estates of
Scoobeez and Scoobeez Global, Inc.
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

Riebert Sterling Henderson on behalf of Interested Party Courtesy NEF
shenderson@gibbsgiden.com

Vivian Ho on behalf of Creditor FRANCHISE TAX BOARD
BKClaimConfirmation@ftb.ca.gov

David Brian Lally on behalf of Attorney Grigori Sedrakyan
davidlallylaw@gmail.com

David Brian Lally on behalf of Attorney Peter and Barbara Ro Trustees of the Rosenthal Family Trust
UTD 3/25/1988
davidlallylaw@gmail.com

Alvin Mar on behalf of U.S. Trustee United States Trustee (LA)
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Ashley M McDow on behalf of Debtor Scoobeez
amcdow@foley.com, sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com

Ashley M McDow on behalf of Debtor Scoobeez Global, Inc.
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Ashley M McDow on behalf of Plaintiff Scoobeez, Inc.
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smiller@tharpe-howell.com

Stacey A Miller on behalf of Creditor Porsche Financial Services, Inc. dba Bentley Financial Services
smiller@tharpe-howell.com

1 Stacey A Miller on behalf of Creditor Porsche Leasing Ltd.
smiller@tharpe-howell.com

2 Kevin H Morse on behalf of Creditor Avitus Group, Inc.
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3 Shane J Moses on behalf of Debtor Scoobeez
smoses@foley.com

4 Shane J Moses on behalf of Plaintiff Scoobeez, Inc.
smoses@foley.com

5 Akop J Nalbandyan on behalf of Creditor Roy Anthony Catellanos
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6 Akop J Nalbandyan on behalf of Interested Party INTERESTED PARTY
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7 Rejoy Nalkara on behalf of Creditor BMW Financial Services NA, LLC, c/o AIS Portfolio Services, LP
rejoy.nalkara@americaninfosource.com

8 Anthony J Napolitano on behalf of Creditor Hillair Capital Management LLC
anapolitano@buchalter.com, IFS_filing@buchalter.com; salarcon@buchalter.com

9 Jennifer L Nassiri on behalf of Creditor Hillair Capital Management, LLC
jennifernassiri@quinnemanuel.com

10 David L. Neale on behalf of Attorney Official Committee Of Unsecured Creditors
dln@lnbyb.com

11 David L. Neale on behalf of Creditor Committee Official Committee of Unsecured Creditors
dln@lnbyb.com

12 David L. Neale on behalf of Interested Party Levene, Neale, Bender, Yoo & Brill L.L.P.
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13 Aram Ordubegian on behalf of Interested Party Courtesy NEF
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14 Hamid R Rafatjoo on behalf of Creditor Shahan Ohanessian
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15 Gregory M Salvato on behalf of Creditor Azad Baban
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calendar@salvatolawoffices.com; jboufadel@salvatolawoffices.com; gsalvato@ecf.inforuptcy.com

16 Gregory M Salvato on behalf of Interested Party INTERESTED PARTY
gsalvato@salvatolawoffices.com,
calendar@salvatolawoffices.com; jboufadel@salvatolawoffices.com; gsalvato@ecf.inforuptcy.com

17 Jeffrey S Shinbrot on behalf of Creditor Shahan Ohanessian
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18 Steven M Spector on behalf of Creditor Hillair Capital Management LLC
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19 United States Trustee (LA)
ustpreion16.la.ecf@usdoj.gov

1 Kimberly Walsh on behalf of Creditor Texas Comptroller of Public Accounts
2 bk-kwalsh@texasattorneygeneral.gov

3 Eric D Winston on behalf of Creditor Hillair Capital Management LLC
4 ericwinston@quinnemanuel.com

5 Eric D Winston on behalf of Creditor Hillair Capital Management, LLC
6 ericwinston@quinnemanuel.com

7 Eric K Yaeckel on behalf of Creditor Arturo Vega
8 yaeckel@sullivanlawgroupapc.com

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